

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

ERIC FORSYTHE, et al.,

Plaintiff,

v.

SUN LIFE FINANCIAL, INC., ET AL.,

Defendant.

Civil Action
No. 04-10584-GAO

Consolidated Cases Nos.:

04-10764-GAO

04-11019-GAO

**DEFENDANT JEFFREY SHAMES MOTION FOR ENTRY OF SEPARATE AND
FINAL JUDGMENT**

Pursuant to Fed. R. Civ. P. 54(b), Defendant Jeffrey Shames hereby moves that the Court make an express determination that there is no reason for delay in the entry of final judgment and direct the entry of final judgment on its Order granting Defendants' Motion to Dismiss the Consolidated Amended Complaint, as to all counts against Defendant Jeffrey Shames. A proposed Order is attached hereto.

As grounds for this Motion, Jeffrey Shames states as follows:

1. Plaintiff Eric Forsythe, Individually and on Behalf of Others Similarly Situated filed a putative class action against the following Defendants: (1) Massachusetts Financial Services Company, (2) MFS Distributors, Inc., (3) Sun Life Financial, Inc., and (4) twelve trustees of various MFS Funds ("Trustee Defendants"). The action alleges a variety of claims against Defendants under the Investment Company Act (ICA) of 1940, 15 U.S.C. §§ 80a-1—80a-64, the common law, and derivatively under the Investment Advisors Act (IAA) of 1940, 15 U.S.C. §§ 80b-1—80b-21.

2. Jeffrey Shames is one of the Trustee Defendants.

3. After Defendants moved to dismiss the action, the Court heard oral arguments on the Motion.

4. On January 19, 2006, the Court granted Defendants' Motion to Dismiss the Consolidated Amended Complaint, in part, holding: "All of plaintiffs' claims except Count III, brought under § 36(b) of the ICA are dismissed The claims against the Trustee Defendants under §36(b) are dismissed." Memorandum and Order on Defendants' Motion to Dismiss the Consolidated Amended Complaint at 29.

5. The entry of a 54(b) motion rests in the discretion of the trial court. See C.R. Bard, Inc. v. Medical Electronics, Corp., 529 F.Supp. 1382 (D.Mass. 1982). Here, there is no reason for delay in the entry of final judgment, as to the claims against Defendant Jeffrey L. Shames, on the Court's January 19, 2006 Order.

WHEREFORE, Defendant Jeffrey L. Shames respectfully requests that the Court grants his Motion for Entry of Final Judgment and issue and Order in the form submitted herewith.

Dated: July 3, 2006

Respectfully submitted,

/s/ James C. Rehnquist

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LOCAL RULE 7.1(A)(2) CERTIFICATION
AND CERTIFICATE OF SERVICE

I, James C. Rehnquist, hereby certify that counsel for Defendant, Jeffrey L. Shames, conferred by e-mail and phone with opposing counsel in an effort to resolve or narrow the issues presented in this motion prior to filing, and opposing counsel assents to the relief sought herein.

I further certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on July 3, 2006.

/s/ James C. Rehnquist
James C. Rehnquist